

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

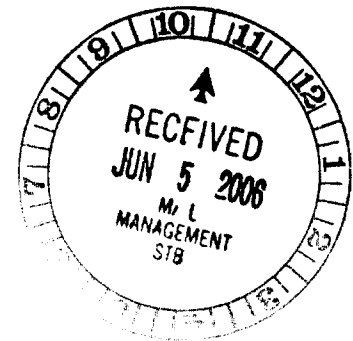
RECORDATION NO. 26377 FILED

JUN 05 '06

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SURFACE TRANSPORTATION BOARD

June 1, 2006



Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20006

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated July 1, 2005, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Westlake Polymers, LP  
c/o TDC Rail LLC  
2801 Post Oak Boulevard, Suite 600  
Houston, TX 77056

A description of the railroad equipment covered by the enclosed document is:

Seventy-seven (77) 5,700 cubic-foot covered hopper cars, 268,000 lb. GRL with pneumatic gates and ten 20" hatches. Cars will be equipped with modified 5131 outlet gates and will be marked and numbered WLPX 35001 through WLPX 35044 and WLPX 35046 through WLPX 35078.

Also enclosed is a payment of \$34 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams

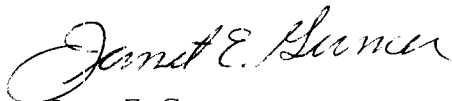
June 1, 2006

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A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Lease Agreement dated as of July 1, 2005, between Greenbrier Leasing Corporation, Lessor, and Westlake Polymers LP, Lessee.

Sincerely,

A handwritten signature in cursive script, reading "Janet E. Germer".

Janet E. Germer  
Executive Assistant

JEG  
Enclosure

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD

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***MEMORANDUM OF LEASE AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING CORPORATION ("LESSOR")***

***AND***

***WESTLAKE POLYMERS, LP ("LESSEE")***

***JULY 1, 2005***

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Memorandum of a Lease Agreement is made and entered into as of July 1, 2005, by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Westlake Polymers, LP, a Delaware Limited Partnership ("Lessee").

**WITNESSETH:**

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor seventy-seven (77) 5,700 cubic-foot covered hopper cars, 268,000 lb. GRL with pneumatic gates and ten 20" hatches. Cars will be equipped with modified 5131 outlet gates. Cars will be marked and numbered per the attached Railcar List.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement, as may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:

GREENBRIER LEASING CORPORATION

BY: Norris M. Webb

NAME: NORRIS M. WEBB

TITLE: Executive Vice President

DATE: 5/31/06

LESSEE:

WESTLAKE POLYMERS, LP

BY: Jeff Taylor

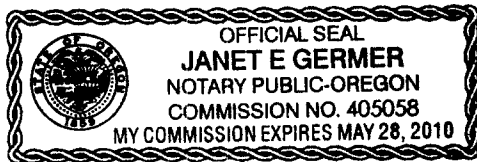
NAME: Jeff Taylor

TITLE: Vice President

DATE: May 18, 2006

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

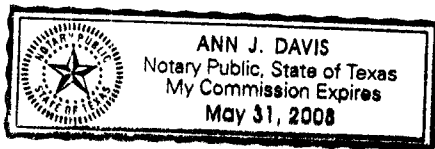
On this 31<sup>st</sup> day of May, 2006, before me personally appeared Narriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation and that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Janet E. Germer  
NOTARY PUBLIC  
My commission expires: 5/28/2010

STATE OF Texas )  
 ) ss.  
COUNTY OF Harris )

On this 18<sup>th</sup> day of May, 2006, before me personally appeared Jeff Taylor, to me personally known, who being by me duly sworn, says that s/he is the Vice President of Westlake Polymers, LP and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Ann J. Davis  
NOTARY PUBLIC  
My commission expires: 5/31/2008

## RAILCAR LIST

Car Mark	Car Number	Car Mark	Car Number
WLPX	35001	WLPX	35051
WLPX	35002	WLPX	35052
WLPX	35003	WLPX	35053
WLPX	35004	WLPX	35054
WLPX	35005	WLPX	35055
WLPX	35006	WLPX	35056
WLPX	35007	WLPX	35057
WLPX	35008	WLPX	35058
WLPX	35009	WLPX	35059
WLPX	35010	WLPX	35060
WLPX	35011	WLPX	35061
WLPX	35012	WLPX	35062
WLPX	35013	WLPX	35063
WLPX	35014	WLPX	35064
WLPX	35015	WLPX	35065
WLPX	35016	WLPX	35066
WLPX	35017	WLPX	35067
WLPX	35018	WLPX	35068
WLPX	35019	WLPX	35069
WLPX	35020	WLPX	35070
WLPX	35021	WLPX	35071
WLPX	35022	WLPX	35072
WLPX	35023	WLPX	35073
WLPX	35024	WLPX	35074
WLPX	35025	WLPX	35075
WLPX	35026	WLPX	35076
WLPX	35027	WLPX	35077
WLPX	35028	WLPX	35078
WLPX	35030	WLPX	35029
WLPX	35031	WLPX	35036
WLPX	35032	WLPX	35037
WLPX	35033	WLPX	35038
WLPX	35034		
WLPX	35035		
WLPX	35039		
WLPX	35040		
WLPX	35041		
WLPX	35042		
WLPX	35043		
WLPX	35044		
WLPX	35046		
WLPX	35047		
WLPX	35048		
WLPX	35049		
WLPX	35050		

Total Cars: 77